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THE ABSORBING MAN™ AND TITANIA™ VS:

the AMAZING SPIDER-MAN®

GAME OVER, WEBHEAD! I'VE ABSORBED THE PROPERTIES OF THIS CONCRETE...

...AND MY GAL TITANIA'S THE WORLD'S STRONGEST WOMAN!

SO, SAY YOUR PRAYERS, PAL... IT'S LIGHTS OUT TIME!!

TRUTH IN ADVERTISING DEPT.

IF WE TRIED TO SHOW YOU THE AWESOME SPECTACLE THAT COMES NEXT, THE COMICS CODE WOULDN'T APPROVE THIS MAG! BUT, TRUST US, SPIDEY'S GOT HIS HANDS FULL...

"...WITH FOES LIKE THESE...!"

"WITH FOES LIKE THESE..."

ARRESTED AND IMPRISONED FOR THE CRIMES OF THE **HOBGOBLIN, FLASH THOMPSON** RECENTLY BECAME AN UNWILLING PARTICIPANT IN A JAILBREAK!

NOW, HUNTED BY BOTH THE AUTHORITIES AND THE REAL HOBGOBLIN HIMSELF, **FLASH** DESPERATELY PONDERS HIS NEXT MOVE...

CAN'T LET ANYONE SEE ME! IF I SHOULD BE RECOGNIZED--!

SPIDER-MAN'S THE ONLY ONE WHO CAN HELP ME NOW!

HOW DO I REACH HIM?

WHAT IF HE BELIEVES THE STORIES ABOUT ME? WHAT IF HE ACTUALLY THINKS THAT I'M THE HOBGOBLIN?

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WHAT AM I GONNA DO? I'VE GOTTA FIND SPIDEY...

...BUT, IT'S MUCH TOO DANGEROUS FOR ME TO GO OUT LOOKING FOR HIM!

"YOU GOT TO FACE YOUR FEARS," MY HIGH SCHOOL FOOTBALL COACH USED TO SAY.

"FACE 'EM, AND CRUSH 'EM... BEFORE THEY CRUSH YOU!"

GOT TO GET MOVING! I'VE ALREADY WASTED ENOUGH TIME IN THIS STUPID ALLEY! CAN'T STAY HERE FOREVER!

SPIDEY KNOWS I'VE ALWAYS BEEN HIS BIGGEST FAN! HE WON'T LET ME DOWN!

HE'LL GET THE REAL HOBGOBLIN -- AND FORCE HIM TO CLEAR ME WITH THE COPS!

SPIDEY'LL FIX EVERYTHING! ALL I GOTTA DO IS *FIND* HIM!

BUT, AT THAT PRECISE MOMENT, A SQUAD CAR RESPONDS TO AN URGENT SUMMONS A FEW BLOCKS AWAY, AND --

POLICE

POLICE

WEEEEE!

OH, NO! *NO!* I CAN'T LET THE POLICE FIND ME!

I HATE BEING LOCKED UP!

I HATE IT!

MEANWHILE, NOT FAR AWAY...

WHERE CAN *FLASH* BE HIDING?

I'M GETTING REAL TIRED OF WEB-SWINGING ALL OVER TOWN LOOKING FOR HIM!

HECK, I'M JUST TIRED OF WEB-SWINGING *PERIOD*... ESPECIALLY AFTER THE WAY I COULDN'T EVEN SAVE THE LIFE OF THAT POOR LITTLE KID YESTERDAY! *

* SEE *PETER PARKER, THE SPECTACULAR SPIDER-MAN* #118 -- OWZ.

I JUST CAN'T CUT IT, ANYMORE! IT'S TIME TO STOP PLAYING *SPIDER-MAN!*

BUT, I CAN'T RETIRE MY WEBS WHILE AN OLD FRIEND LIKE FLASH IS STILL IN TROUBLE WITH THE LAW!

SO, WHERE *IS* HE ALREADY?!

MAYBE THERE'S MY ANSWER NOW--!

WEEEEEE!

MAY AS WELL HITCH A RIDE, AND FIND OUT!

THUMP

DID SOMETHING JUST LAND ON OUR ROOF?

YEAH, *SURE*, SANTA AND HIS REINDEER MUST'A COME EARLY THIS YEAR!

BETTER CHECK MY CAMERA!

I MIGHT NEED IT TO SNAP SOME PIX FOR THE *DAILY BUGLE!*

I'VE BEEN MAKING SOME GOOD MONEY RECENTLY-- SNAPPING PIX, AND TRAVELING AROUND THE GLOBE FOR *NOW MAGAZINE* *--BUT THERE'S NO GUARANTEE THOSE ASSIGNMENTS WILL CONTINUE!

UH, OH! THERE SEEMS TO BE A BIG DISTURBANCE UP AHEAD--!

* SEE RECENT ISSUES OF THE ALL-NEW **WEB OF SPIDER-MAN** -- OWZ.

BACK OFF, COPPERS!

I ALREADY TOOK WHAT I WANTED FROM THE JEWELRY STORE!

Gino's FINE JEWELRY

JUST STAY OUT OF MY WAY, AND NO ONE GETS HURT!

OTHERWISE, IT'S YOUR *FUNERAL!*

IT'S... *TITANIA!!*

I NEVER WANTED TO RUN INTO *HER*, AGAIN!

I STILL GET QUEASY WHENEVER I REMEMBER HOW SHE ALMOST POUNDED THE *SHE-HULK* TO DEATH WITH HER BARE HANDS!

I MANAGED TO BEAT HER THE LAST TIME WE FOUGHT, BUT I ALWAYS CHALKED THAT UP TO DUMB LUCK!*

*AS SHOWN IN THE VERY FIRST **SECRET WARS** LIMITED SERIES--OWZ.

I DON'T WANT TO MIX IT UP WITH A LIVING POWER-HOUSE LIKE HER--NOT NOW--OR EVER AGAIN!

THIS *ISN'T* MY FIGHT! I'M ONLY INTERESTED IN FINDING FLASH THOMPSON, AND TRASHING MY WEBS!

AW, WHO AM I TRYING TO KID? I CAN'T LEAVE NOW!

OHMIGOSH! THAT FIGURE LEAPING TOWARD ME-- ***SPIDER-MAN!***

HE'S THE ONLY ONE WHO EVER MANAGED TO FLATTEN ME!

I DON'T DARE FIGHT HIM, AGAIN!

I'D ONLY LOSE!

WHAT'S YOUR HURRY, LADY?

GOT A DATE?

CAN'T LET HIM STOP ME! NOT *NOW!* THERE'S TOO MUCH AT STAKE!

WHAT'S WRONG WITH ME? WHY DIDN'T I LISTEN TO *CRUSHER* WHEN HE TOLD ME TO KEEP OUT OF TROUBLE?

SAY, WHATEVER DID HAPPEN TO THAT BIG, UGLY GALOOT YOU USED TO PAL WITH?

YOU LEAVE *CRUSHER CREEL* OUT OF THIS, YOU WALL-CRAWLING, LITTLE FREAK!

IS THAT CLEAR?!

CWAM!!

÷SHEESH!÷ I WAS ONLY MAKING POLITE CONVERSATION!

YOU DIDN'T HAVE TO TAKE IT SO PERSONAL!

THAT'S ONE LADY I DON'T WANT TO MAKE MAD-- EVER AGAIN!

THIS IS THE FIFTEENTH FLOOR, FOR GOSH SAKES!

THWIPP

I JUST HOPE I CAN WEB THIS VAN IN PLACE BEFORE IT FALLS ON THE CROWDS BELOW!

DON'T KNOW HOW THEY'LL EVER GET IT BACK TO GROUND LEVEL--

--BUT, I'VE GOT *OTHER* PROBLEMS!

AND SO, MOMENTS LATER...

THESE PICTURES I SNAPPED OF THE VAN OUGHT TO BRING A NICE SMILE TO MY CITY EDITOR'S LIPS--

AND, A LARGE PAYCHECK TO ME!

TITANIA MANAGED TO SLIP AWAY IN ALL THE CONFUSION...

...BUT, SOMEHOW, I DON'T THINK I'M GOING TO HAVE A MAJOR PROBLEM FOLLOWING HER!

JUST THEN, A FEW BLOCKS AWAY...

NO ONE CAN SEE ME BACK HERE!

I WON'T GET A BETTER OPPORTUNITY TO SLIP MY CIVVIES OUT OF MY SHOULDER BAG-- AND OVER MY COSTUME!

BARELY A MINUTE LATER...

THOSE POOR DUMB COP-PERS!

WEEE!

POLICE

POLICE

THEY'RE KNOCKING THEMSELVES OUT, LOOKING FOR A SIX AND HALF FOOT TALL BLONDE!

BUT, WITH THIS BULKY JACKET AND CAP, I CAN EASILY PASS FOR A MAN... IF NO ONE LOOKS TOO CLOSELY!

TAXI--!

HOWEVER, AT THAT PRECISE MOMENT...

THAT'S TITANIA--!

NO DISGUSE CAN FOOL MY TRUSTY OL' SPIDER-SENSE!

MAY AS WELL FOLLOW HER CAB, AND SEE WHERE SHE'S HEADED!

AND SO...

SHE'S REALLY MOVED UP IN THE WORLD!

THAT'S ONE OF THE FANCIEST HOTELS IN THE CITY!

A FEW MINUTES LATER...

HI, CRUSHER! I'M BACK!

WHERE YA BEEN?

YA KNOW YA SHOULDN'T GO OUT UNLESS IT'S ABSOLUTELY NECESSARY!

I WAS GOING STIR CRAZY IN HERE, AND NEEDED SOME FRESH AIR!

DID YOU MISS ME?

YEAH, BUT I WISH YOU WOULDN'T TAKE SO MANY STUPID RISKS!

WHAT RISKS?

DON'T PLAY DUMB WITH ME, BABE!

YOU'RE DEALING WITH A GUY WHO CAN ABSORB THE PROPERTIES OF ANY SUBSTANCE HE COMES IN CONTACT WITH!

I WANNA SEE WHAT'CA BROUGHT HOME ***THIS*** TIME!

B-BUT, CRUSHER--!

DIAMONDS!! YA KNOCKED OVER ANOTHER JEWELRY STORE!

TAKE IT EASY, CRUSHER! IT WENT OFF WITHOUT A HITCH!

THAT AIN'T THE POINT, DOLL...

WE AIN'T ON OUR OWN ANYMORE! WE'RE WORKING FOR THE ***MASTERS OF EVIL*** NOW! *

MY SPIDER-SENSE IS TINGLING, WARNING ME OF DANGER! I MUST BE APPROACHING TITANIA'S ROOM!

SEE RECENT ISSUES OF ***THE AVENGERS* FOR THE FULL STORY--OWZ!*

YA GOTTA USE YER BRAINS! A TWO-BIT HEIST LIKE THIS COULD'A REALLY SCREWED UP OUR BIG JOB AT ***LA GUARDIA*** AIRPORT TONIGHT!

THE ***ABSORBING MAN*** IS WITH TITANIA!

I'D BETTER CALL ***THE AVENGERS!***

HEY! LOOK--!

I WONDER WHAT SPIDER-MAN WAS DOING IN THIS NEIGHBORHOOD?

ER... CRUSHER?

WE HAVE TO TALK.

MEANWHILE, ACROSS TOWN, AT THE POLICE HEADQUARTERS OF THE 23RD PRECINCT...

I'VE HEARD ENOUGH EXCUSES!

I DON'T CARE IF YOU HAVE TO SEARCH EVERY BUILDING IN IN THIS BLASTED CITY--

--I WANT FLASH THOMPSON FOUND!

THAT MISERABLE PUNK MADE US ALL LOOK LIKE IDIOTS WHEN HE ESCAPED FROM OUR JAIL!

WE'VE GOT TO GET HIM BACK!

OUR PRIDE'S ON THE LINE!

DO WHATEVER'S NECESSARY, BUT *FIND HIM!*

WHEW! I'VE NEVER SEEN *CAPTAIN KEATING* GET SO WORKED UP!

YEAH, HE REALLY SEEMS TO HAVE A THING FOR THIS THOMPSON KID!

IT'S ALMOST LIKE HE HAD A PERSONAL STAKE IN THIS CASE!

THOSE STUPID FOOLS--!

IF THEY ONLY REALIZED WHAT THEY WERE SAYING--!

THEY'LL *NEVER* UNDERSTAND HOW MUCH THIS CASE MEANS TO ME!

NEVER!!

ELSEWHERE, AFTER HIDING HIS SPIDER-MAN COSTUME BENEATH CIVILIAN CLOTHING, **PETER PARKER** MANAGES TO FIND A FUNCTIONING PUBLIC PHONE...

THERE'S A REAL ADVANTAGE TO DEALING WITH PROFESSIONAL SUPER-HEROES LIKE THE AVENGERS...

...YOU **ALWAYS** KNOW WHERE TO FIND THEM!

AVENGERS HOTLINE! HOW MAY WE SERVE YOU?

MOMENTS LATER...

I DID IT! DUMPED TITANIA AND THE ABSORBING MAN ON THE AVENGERS!

NOW I CAN CONCENTRATE ON MY OWN PROBLEMS, LIKE FINDING FLASH THOMPSON--

"--AND GETTING THIS FILM TO THE **DAILY BUGLE!**"

DAILY BUGLE

NOT BAD, PARKER...

I CAN USE THESE VAN SHOTS!

BUT I REALLY WISH YOU'D IMPROVE THE WAY YOU COMPOSE A PICTURE!

THINK ABOUT THE VISUAL INFORMATION YOU'RE TRYING TO CONVEY! MAKE EVERY SHOT COUNT!

A REAL PRO CAN TELL A COMPLETE STORY WITH A SINGLE PICTURE!

I'LL TRY TO KEEP THAT IN MIND, MS. CUSHING!

SHEESH! TALK ABOUT A TOUGH CITY EDITOR!

NEVER THOUGHT I'D MISS DEALING WITH JOLLY J. JONAH JAMESON!

HE DIDN'T CARE HOW A PICTURE LOOKED--AS LONG AS IT HAD PLENTY OF **ACTION!**

WHOA! I WAS SO LOST IN THOUGHT, I ALMOST WALKED RIGHT PAST BETTY LEEDS!

HEY, PRETTY LADY-- I'VE GOT A BROKEN WATCH WITH A HAPPIER FACE THAN YOURS!

WHAT'S GOT YOU DOWN?

YOU SHOULD KNOW BETTER THAN TO ASK, PARKER--

--UNLESS YOU'RE THE ONLY ONE IN THIS OFFICE WHO DIDN'T KNOW ***MY WIFE*** WAS SECRETLY SEEING ***FLASH THOMPSON*** BEFORE HE WAS ARRESTED!

WHY DID MY ***SPIDER-SENSE*** SUDDENLY START BUZZING?

NED, PLEASE--!

I HOPE THE COPS FIND HER FUGITIVE BOY-FRIEND--AND BLOW HIM AWAY!

YOU'RE WAY OUT OF LINE, FELLA! FLASH IS MY FRIEND, TOO!

BUTT OUT, PARKER! THIS IS STRICTLY BETWEEN BETTY AND ME!

NOT UNTIL YOU CALM DOWN, LEEDS!

I SUPPOSE YOU THINK IT'S ALL RIGHT FOR A WIFE TO CHEAT ON HER HUSBAND!

NO--BUT I WON'T LET YOU HURT HER, EITHER!

ENOUGH, GENTLEMEN! THIS IS A NEWS-ROOM, NOT THE CORNER SCHOOLYARD! START ACTING LIKE RESPONSIBLE ADULTS, OR TAKE IT OUTSIDE!

UH... SORRY, ROBBIE!

YOU HAVEN'T HEARD THE LAST OF THIS, PARKER!

I SWEAR YOU HAVEN'T!

WHY'D YOU STOP 'EM? THEY WERE JUST GETTING INTER-ESTING!

SHUT UP, BANNON!

WHAT'S WITH NED? SINCE WHEN IS HE SUCH A HOT-HEAD?!

MEANWHILE, AT THE **SAINT LAUREN SUMMIT...**

ARE YOU CERTAIN YOU HAVE THE RIGHT HOTEL, MADAM?

I'M AFRAID SO, MR. HOBSON. THE **AVENGERS** RECEIVED A TIP THAT THE **ABSORBING MAN** AND **TITANIA** WERE SEEN IN THIS VERY SUITE NOT TWO HOURS AGO!

OH **MY!** THE COUPLE THAT WAS HERE CHECKED OUT RATHER UNEXPECTEDLY... WITHOUT A FORWARDING ADDRESS!

I DON'T MEAN TO PRY, BUT WHAT WOULD **YOU** HAVE DONE IF THEY WERE STILL HERE?

I MEAN... WHERE ARE THE **OTHER** AVENGERS?

THEY'RE SORT OF TIED UP RIGHT NOW!

AND THERE'S GOING TO BE BIG TROUBLE IF I CAN'T THINK OF A WAY TO **UNTIE** THEM REAL SOON!*

*SEE **AVENGERS** #274, ON SALE NEXT WEEK--OWZ!

*SHRINKING TO INSECT-SIZE, THE WONDROUS **WASP** TAKES HER LEAVE IN HER OWN UNIQUE MANNER...*

SORRY TO HAVE BOTHERED YOU, MR. HOBSON!

ER... THINK NOTHING OF IT MA'AM!

AT THAT MOMENT, ACROSS TOWN...

THIS PLACE IS A REAL DUMP--

3124

3124

--BUT I GUESS IT'LL DO UNTIL TONIGHT!

I KNOW I'M BEING A BIG BABY--

--BUT I JUST WOULDN'T HAVE FELT SAFE IN THAT OTHER HOTEL WITH SPIDER-MAN IN THE AREA!

RELAX, BABE!

YA SHOULDN'T LET THAT WEB-SWINGING SAP RATTLE YA!

YOU JUST DON'T UNDERSTAND, CRUSHER!

I WASN'T ALWAYS LIKE THE WAY I AM NOW! I USED TO BE PLAIN OL' **SKETTAR MAC-PHERRAN**--A GIRL WHO'D HAVE TO GAIN WEIGHT TO BECOME A NINETY-SEVEN POUND WEAKLING!

"THEN, I MET **DR. DOOM,** AND HE GAVE ME MORE POWER THAN I EVER BELIEVED POSSIBLE--*"

* IN MARVEL SUPER HEROES SECRET WARS #3--OWZ!

"--BUT, IT WASN'T ENOUGH TO BEAT **SPIDER-MAN!** ALL OF MY STRENGTH WAS USELESS AGAINST HIS SPEED AND AGILITY!"

"I COULDN'T LAY A HAND ON HIM--!"

SO YOU LOST A FIGHT! **BIG DEAL!**

PUT IT BEHIND YA! EVERYONE GETS TRASHED ON OCCASION! EVEN ME!

NO MATTER HOW TOUGH YA ARE, THERE'S ALWAYS SOME JOKER WHO'S TOUGHER!

THAT'S WHY WE JOINED A BIG LEAGUE GANG LIKE THE **MASTERS OF EVIL**--TO HELP PUSH THE ODDS IN OUR FAVOR!

I'LL BET YOU COULD BEAT SPIDER-MAN ALL BY YOURSELF, CRUSHER! COULDN'T YOU?

PROBABLY!

WHY'D YA ASK?

JUST THINKING...

...THAT SOMEONE'S GOING TO HAVE TO **KILL** HIM FOR ME!

MEANWHILE...

YOU LOOK A BIT LOST, HANDSOME...

KINGSLEY LTD.

...CAN I DIRECT YOU SOMEWHERE?

I'M SUPPOSED TO MEET ONE OF THE MODELS-- **MARY JANE WATSON!**

SHE'S STILL REHEARSING FOR TOMORROW'S RUNWAY SHOW!

A LEFT AT THE END OF THE CORRIDOR WILL TAKE YOU RIGHT TO HER!

THANKS!

HE'S CUTE-- THOUGH NOT AS FLASHY AS MJ'S USUAL!

I'M GLAD MARY JANE AGREED TO SEE ME TONIGHT! THINGS HAVE BEEN AW-FULLY TENSE BETWEEN US LATELY, AND I--

HEY! SOMETHING BEHIND THAT DOOR IS CAUSING MY SPIDER-SENSE TO TINGLE!

BUT, JUST THEN...

PETER! I DIDN'T THINK YOU'D EVER ARRIVE!

LET'S GO EAT! I'M STARVED--!

I'M DUE BACK AT REHEARSAL IN FORTY MINUTES!

UH... SURE, MJ!

WHAT'S GOING ON IN THAT OFFICE?

IT'S GOTTA BE SOMETHING WILD FOR MY SPIDER-SENSE TO REACT LIKE THAT!

MARY JANE KNOWS THAT I'M SECRETLY SPIDER-MAN, BUT SHE'D FREAK IF I DID ANYTHING NOW!

WHERE IS THAT NEW **WEAPON** YOU PROMISED ME?

I'VE BEEN WORKING AS FAST AS I CAN... BUT IT ISN'T FINISHED!

HERE--! I'VE MANAGED TO ASSEMBLE ANOTHER BATCH OF GRENADES FOR YOU!

BAH!

SWAK

WHAT GOOD ARE MERE GRENADES AGAINST A POWERFUL FOE LIKE SPIDER-MAN?

HE MUST BE CRUSHED! TOTALLY HUMILIATED! AND FOR THAT I NEED A DEADLY, NEW WEAPON!

YOU MUST NOT FAIL ME, KINGSLEY!

I WON'T, HOBGOBLIN! I SWEAR I WON'T!

ALL OF THE DEFEATS HE'S SUFFERED AT THE WALL-CRAWLER'S HANDS MUST BE GETTING TO HIM!

HE'S GROWING MORE VIOLENT! MORE OBSESSED WITH THE DESIRE TO DESTROY SPIDER-MAN!

I'D BETTER TAKE SOME SPECIAL PRECAUTIONS, TO MAKE CERTAIN HE NEVER TURNS THAT ANGER AGAINST ME...

AND, TWO BLOCKS AWAY...

YOU REALLY CALLED THE AVENGERS?!

THAT'S RIGHT! DIDN'T YOU BELIEVE ME WHEN I SAID I WAS QUITTING THE WEB-BIZ?

IT'S OVER-- JUST AS SOON AS I CLEAR FLASH THOMPSON, AND FIND THE REAL HOBGOBLIN!

THAT'S WONDERFUL, TIGER!

IS IT? I SOMETIMES FEEL LIKE I'M JUST COPPING OUT!

DON'T BE RIDICULOUS! NO ONE APPOINTED YOU THIS CITY'S GUARDIAN ANGEL!

YOU'VE SHOULDERED THAT RESPONSIBILITY LONG ENOUGH!

IT'S HIGH TIME YOU GOT AROUND TO LIVING YOUR OWN LIFE!

YEAH, I GUESS SO.

I JUST WISH I COULD BE SURE I'M DOING THE RIGHT THING.

YOU ARE, PETER.

TRUST ME!

...AHEM! YEAH, WELL, IT'S LATE, AND YOU HAVE TO BE GETTING BACK TO WORK!

...SEASONABLY WARM TONIGHT WITH A HIGH OF 72...

...AND, IN LOCAL NEWS, POLICE OFFICIALS DECLINED TO COMMENT ON THE RUMORS OF A MAJOR DISTURBANCE THIS AFTERNOON AT *AVENGERS MANSION*...*

SOUNDS LIKE TROUBLE! I WONDER IF THEY MANAGED TO PICK UP TITANIA AND THE ABSORBING MAN?

*I ALREADY TOLD YOU ABOUT **AVENGERS** #274, SO I WON'T MENTION IT AGAIN-- OWZ!

MINUTES LATER...

WHAT'S WITH ME LATELY?

WHY DO I SUDDENLY FEEL SO AWKWARD WHENEVER I'M ALONE WITH MARY JANE?

CAN'T WORRY ABOUT THAT NOW--

--NOT WHEN THERE'S A CHANCE THAT TITANIA AND HER MUSCLE-BOUND BOY-FRIEND ARE RUNNING LOOSE!

I DIDN'T THINK TO TELL THE AVENGERS THAT I OVERHEARD THEM PLANNING SOME BIG JOB AT LAGUARDIA AIRPORT TONIGHT!

WHAT A JERK!

MAYBE I SHOULD JUST CHECK THAT OUT MYSELF!

MEANWHILE...

TALK ABOUT A CUSHY ASSIGNMENT!

ALL WE GOTTA DO IS WAIT FOR OUR MAN TO CLEAR CUSTOMS--

--AND THEN, TAKE 'IM TO MEET THE OTHER *MASTERS OF EVIL*!

WHO IS THIS MYSTERIOUS NEW RECRUIT?

I DUNNO, BUT I HEAR HE'S A REAL HEAVY-DUTY OPERATOR!

AND, NEARBY...

I DON'T CARE WHAT'S GOING DOWN HERE!

IT AIN'T MY PROBLEM!

I'M CALLING IN THE AVENGERS AT THE FIRST SIGN OF TROUBLE!

WHA-- WHAT'S HE DOING HERE?!

GOT TO REMAIN CALM! I'M SURE I CAN TURN THIS TO MY ADVANTAGE!

WHERE YA GOIN'?

TO THE LITTLE GIRL'S ROOM!

BE BACK SOON!

CAN'T WASTE TOO MUCH TIME HERE WHEN I SHOULD BE OUT SEARCHING FOR FLASH!

SO I'LL JUST SWING AROUND THE AREA UNTIL MY SPIDER-SENSE CAN--

HEY! WHY'D IT SUDDENLY START TINGLING?

YEOW!!

THAT'S WHAT I CALL FAST SERVICE!

YOU HAVE A REAL UNIQUE WAY OF ANNOUNCING YOURSELF, LADY!

BUT, WOULDN'T A SIMPLE BUSINESS CARD BE MORE CONVENIENT?

YOU FOOL! YOU'VE SAVED ME THE TROUBLE OF HUNTING YOU DOWN!

AND, WHO SAYS I DON'T AIM TO PLEASE?

HAS TITANIA GONE CRAZY?

SHE'S COMPLETELY BLOWN OUR MISSION!

WE DON'T DARE MAKE CONTACT NOW!

BETTER STRIP DOWN FOR ACTION!

THIS PLACE IS GONNA BE SWARMING WITH COPS AND AIRPORT SECURITY!

DROP THE LIGHT POLE, SWEETIE!

YOU'RE ALREADY BRIGHT ENOUGH!

BESIDES, I'M SURPRISED YOU DON'T REMEMBER HOW HARD IT IS TO SWAT A GUY WHO MOVES AS FAST AS I DO!

CRUSHER, HELP ME! PLEASE--!

HE'S KILLING ME!!

DON'T WORRY DOLL! I AIN'T GONNA LET THAT LITTLE FREAK HURT YA!

UH-OH!

PWAM

WHERE ARE THE *AVENGERS* WHEN I REALLY NEED THEM?

NOBODY'S TOUGH ENOUGH TO TAKE ON TITANIA AND THE ABSORBING MAN!

I'D BETTER RETREAT UNTIL I CAN COME UP WITH A PLAN!

RUNNING INTA THAT PASSENGER TERMINAL AIN'T GONNA SAVE YA, SQUIRT!

I DON'T CARE HOW MANY CIVILIANS GET WASTED, AS LONG AS I GET *YOU!*

OH, NO--!

WHAT HAVE I DONE!

MY WEBBING'S NOT STRONG ENOUGH TO STOP THAT THING--

--BUT, MAYBE I CAN USE IT TO SLOW THE TRAILER'S MOMENTUM-- AND DIRECT IT AWAY FROM THE PEOPLE!

HE DID IT! HE SAVED US!

ANOTHER FEW FEET, AND WE WOULD HAVE BEEN GONERS!

≥UGN≤ THAT STUNT TOOK ALL MY STRENGTH AND CONCENTRATION, BUT IT WORKED!

COME BACK, YOU SNIVELLIN' COWARD! WE'LL FINISH THIS RIGHT HERE!

WE'LL FINISH IT ALL RIGHT! BUT I'LL PICK THE SPOT... AND IT'LL BE FAR AWAY FROM ANY INNOCENT BYSTANDERS!

ELSEWHERE, AT THAT VERY INSTANT--

A 747 LANDS ON A DISTANT RUNWAY...

AND MOMENTS LATER...

THIS TERMINAL, LOOKS LIKE IT'S BEEN THROUGH A WAR. IT REMINDS ME OF HOME...

WHERE ARE THOSE WHO WERE TO MEET ME?

THEY'D BEST HURRY! I HAVE LITTLE NEED FOR THESE SO-CALLED **MASTERS OF EVIL** NOW THAT THEY'VE SMUGGLED ME INTO THIS COUNTRY!

I NEED LITTLE SAVE THE THRILL OF COMBAT--

--AND THE GLORIOUS TASTE OF FRESH BLOOD!

HIS TEETH GLEAMING LIKE SHARPENED DAGGERS, THIS STRANGER WILL ONE DAY THREATEN THE VERY LIFE OF SPIDER-MAN--

--BUT, MEANWHILE...

YOU SHOULD HAVE GUESSED WHY I LURED YOU OUT TO THIS RUNWAY!

HOLD STILL, BLAST YA!

IN AN OPEN AREA LIKE THIS, YOU CAN'T TOUCH ME!

TOO BAD YOU CAN'T SAY THE SAME!

=UGN= HE'S TAKEN ON THE TEXTURE OF THE RUNWAY ITSELF!

I THINK I'M HURTING MYSELF MORE THAN HIM--BUT HE DOES SEEM TO BE FALTERING--WEAKENING!

"IF THAT'S SO, IT'S ONLY A MATTER OF TIME BEFORE..."

=UGN=

CRUSHER!

HEY, THAT WAS EASY! A LITTLE **TOO** EASY...

SO WHY IS MY SPIDER-SENSE STILL TINGLING?

NOBODY CAN BEAT SPIDER-MAN! NOT EVEN CRUSHER!

GOTTA RUN BEFORE HE COMES AFTER ME! GOTTA HIDE!

BUT I CAN'T DESERT CRUSHER!

I CAN'T!

GET AWAY FROM MY MAN!

BWOOM

≥WHEW≤ YOU DON'T HAVE TO TELL ME TWICE!

HE WASN'T MY TYPE, ANYWAY!

≥SHEESH≤ TO THINK I PASSED UP A VACATION IN EUROPE BECAUSE I WAS AFRAID OF TERRORISTS!

WELL, WELL, MIGHT'A COST ME A FEW LUMPS, BUT IT LOOKS LIKE TITANIA'S FINALLY GOTTEN OVER HER FEAR OF SPIDER-MAN!

WAY TO GO, KID! I KNEW YA WOULDN'T LET ME DOWN!

YOU JUST MADE YOUR FIRST FATAL MISTAKE, WEBS!

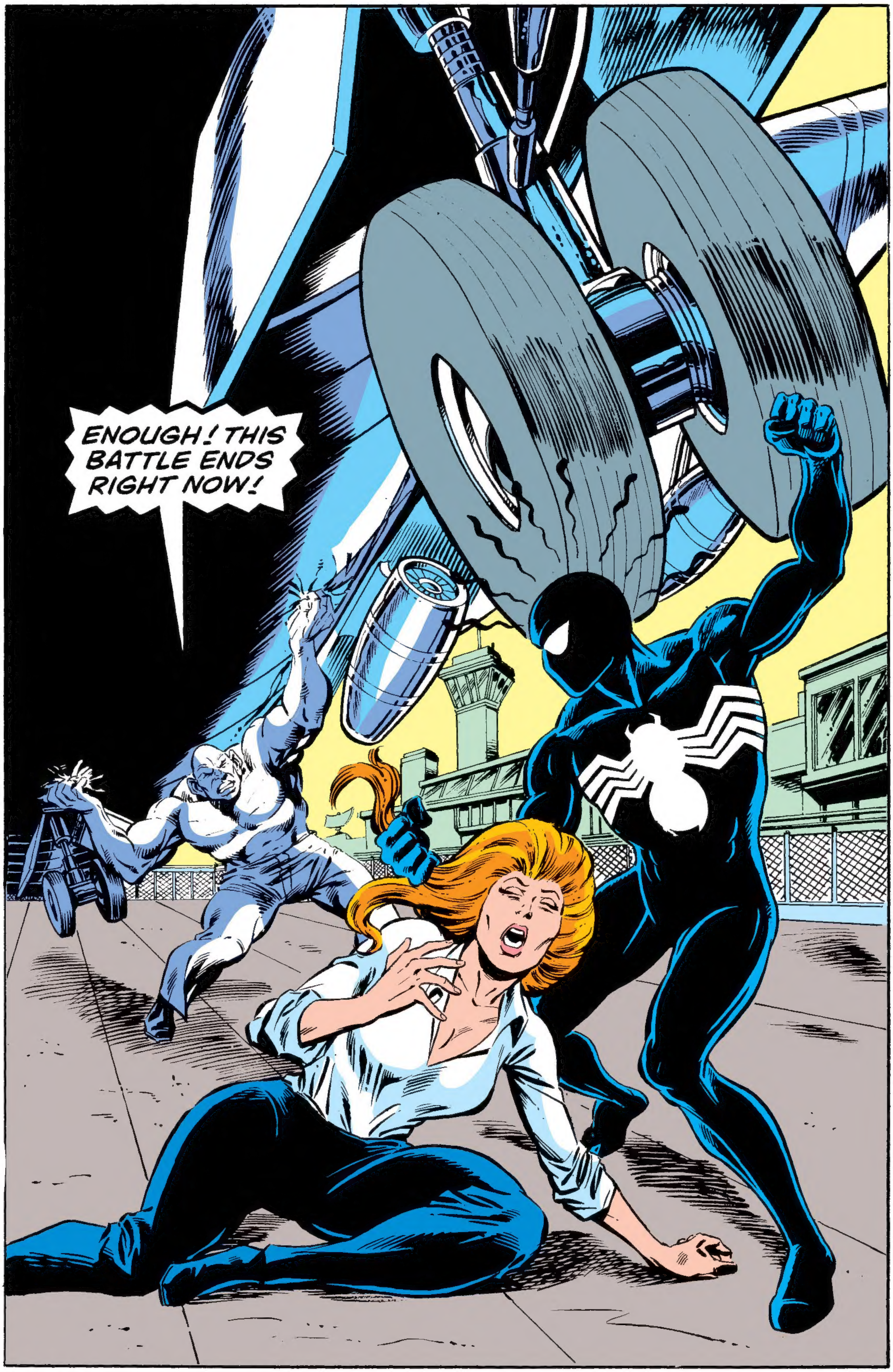
YOU GOT CLOSE ENOUGH FOR ME TO GRAB YOU!

≥UNN≤ CAN BARELY STAND AFTER MY FIGHT WITH THE ABSORBING MAN!

I'M GOING TO HAVE TO GIVE IT EVERYTHING I'VE GOT.

WHU--?

OH NO--!


ENOUGH! THIS BATTLE ENDS RIGHT NOW!

YA ALREADY RUINED OUR PLANS FOR TONIGHT, WEB-SWINGER!

BE CONTENT WITH THAT, AND CALL THIS FIGHT A DRAW -- OR I TRASH THIS PLANE LOAD'A PASSENGERS!

GET REAL, CREEL!

THIS AIRPORT'S GOTTA BE SURROUNDED WITH COPS BY NOW!

LOOK AT ME! I'M SHAKIN'!

WELL, YA GONNA CUT A DEAL?

THIS PLANE AIN'T GETTIN' ANY LIGHTER!

YOU WIN, CREEL!

I QUIT!

LOOK! COULDN'T HEAR WHAT THEY WERE SAYING, BUT SPIDER-MAN'S CUTTING OUT!

NEVER FIGURED HIM FOR A COWARD!

OH, CRUSHER, I'M SO GLAD YOU'RE ALL RIGHT!

HA! YA DIDN'T THINK THAT WIMP COULD TAKE ME OUT FER LONG, DID YA?

C'MON DOLL! WE GOTTA SPLIT BEFORE THE COPS GET THEIR ACT TOGETHER!

SOMETIME LATER...

THERE'S NO WAY AROUND THE TRUTH!

CRUSHER CREEL PLAYED ME FOR A PATSY!

I NEVER HAD A CHANCE AGAINST HIM!

MAYBE I JUST CAN'T DO THIS SORT OF THING ANYMORE!

MAYBE IT REALLY IS TIME FOR ME... TO QUIT!

EARLY THE NEXT MORNING...

=HUMPH=

LOOKS LIKE J. JONAH JAMESON WAS RIGHT ABOUT THAT WALL-CRAWLING CLOD ALL ALONG!

HE'S YELLOW!

BUGLE

SPIDER-MAN COWARD!!

UH-OH! HERE COMES MY BUS--!

THIS CAN'T BE TRUE! SPIDER-MAN'S NO COWARD!

THERE'S NO WAY HE'D RUN AWAY FROM ANYONE OR ANYTHING!

HE'D FACE UP TO HIS PROBLEMS-- NO MATTER HOW BAD THEY WERE!

THAT'S WHAT *HE'D* DO!

YEAH... ME,TOO!!

TO BE CONTINUED...

NEXT ISSUE:

THE HOBGOBLIN! JACK O'LANTERN! HAMMERHEAD! SILVERMANE! THE ROSE! BE HERE AS THE CITY IS TORN APART BY...

GANG WAR!

Shadowcat